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TALLAHASSEE, FLORIDA

J. BRYAN AUG - 3 2005

TRANSMITTAL LETTER

TO: Registration Section
Division of Corporations

SUBJECT: Zafiro Valores Sociedad De Corretaje De Titulos Valores, C.A. Co.
(Name of corporation - must include suffix)

Dear Sir or Madam:

The enclosed "Application by Foreign Corporation for Authorization to Transact Business in Florida," "Certificate of Existence," and check are submitted to register the above referenced foreign corporation to transact business in Florida.

Please return all correspondence concerning this matter to the following:

Jose Salas
(Name of Person)

USA Business Consulting Group, Corp.
(Firm/Company)

11890 S.W. 8th Street Penthouse VII
(Address)

Miami, Florida 33184-1717
(City/State and Zip code)

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For further information concerning this matter, please call:

Jose Salas at (305) 551 - 4850
(Name of Person) (Area Code & Daytime Telephone Number)

STREET ADDRESS:
Registration Section
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

MAILING ADDRESS:
Registration Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Enclosed is a check for the following amount:

☑ $70.00 Filing Fee
☐ $78.75 Filing Fee & Certificate of Status
☐ $78.75 Filing Fee & Certified Copy
☐ $87.50 Filing Fee, Certificate of Status & Certified Copy

APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE STATE OF FLORIDA:

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1. Zafiro Valores Sociedad de Corretaje de Titulos Valores, C.A. Co
(Enter name of corporation; must include "INCORPORATED," "COMPANY," "CORPORATION," "Inc.," "Co.," "Corp," "Inc," "Co," or "Corp.")

____
(If name unavailable in Florida, enter alternate corporate name adopted for the purpose of transacting business in Florida)

2. Venezuela
(State or country under the law of which it is incorporated)

3. N/A
(FEI number, if applicable)

4. 10/14/2004
(Date of incorporation)

5. Perpetual
(Duration: Year corp. will cease to exist or "perpetual")

6. N/A
(Date first transacted business in Florida, if prior to registration)
(SEE SECTIONS 607.1501 & 607.1502, F.S., to determine penalty liability)

7. Av. Libertador, Entre Calle La Joya y Elice, Edif. Centro Parima, Piso 9, Ofic. 901, Chacao, Caracas, Venezuela
(Principal office address)

MC 01-224, 8401 N.W. 17th Street, P.O. Box 599025, Miami, Florida 33126
(Current mailing address)

8. Stockmarkets Brokerage Services, Financial Management, Advisory Investments and All Legal Activities
(Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida)

9. Name and street address of Florida registered agent: (P.O. Box NOT acceptable)

Name: USA Business Consulting Group, Corp.

Office Address: 11890 S.W. 8th Street Penthouse VII

Miami, Florida 33184-1717
(City) (Zip code)

10. **Registered agent's acceptance:**
Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Felipe Gonzalez, President
(Registered agent's signature)

11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

12. Names and business addresses of officers and/or directors:

A. DIRECTORS

Chairman: PARDO, Antonio J.

Address: Av. Libertador, Entre Calle La Joya y Elice, Edif. Centro Parima, Piso 9, Ofic. 901, Chacao, Caracas, Venezuela

Vice Chairman: MEDINA, Gustavo A.

Address: Av. Libertador, Entre Calle La Joya y Elice, Edif. Centro Parima, Piso 9, Ofic. 901, Chacao, Caracas, Venezuela

Director: GOMEZ. Jose M.

Address: Av. Libertador, Entre Calle La Joya y Elice, Edif. Centro Parima, Piso 9, Ofic. 901, Chacao, Caracas, Venezuela

Director:

Address:

B. OFFICERS

President: PARDO, Antonio J.

Address: Av. Libertador, Entre Calle La Joya y Elice, Edif. Centro Parima, Piso 9, Ofic. 901, Chacao, Caracas, Venezuela

Vice President: MEDINA, Gustavo A.

Address: Av. Libertador, Entre Calle La Joya y Elice, Edif. Centro Parima, Piso 9, Ofic. 901, Chacao, Caracas, Venezuela

Secretary: MEDINA, Gustavo A.

Address: Av. Libertador, Entre Calle La Joya y Elice, Edif. Centro Parima, Piso 9, Ofic. 901, Chacao, Caracas, Venezuela

Treasurer: PARDO, Antonio J.

Address: Av. Libertador, Entre Calle La Joya y Elice, Edif. Centro Parima, Piso 9, Ofic. 901, Chacao, Caracas, Venezuela

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13. ______________________________
(Signature of Director or Officer listed in number 12 of the application)

14. Jose Salas Incorporator
(Typed or printed name and capacity of person signing application)

STATE OF FLORIDA

COUNTY OF MIAMI-DADE

CERTIFICATION

I, **Luis Maffei, HEREBY CERTIFY** that I am fully versed in the English and the Spanish languages, competent to translate from Spanish to English, and that, to the best of my knowledge and belief, I have verified and certified that the foregoing is a complete, true and correct rendition into English of ***Minutes of The Extraordinary Board of Directors Meeting, Assembly of The Corporation "Zefiro Valores Sociedad De Corretaje De Titulos Valores, C.A." celebrated on June 10, 2005 and attached sheet***, all issued in Spanish and presented to me as the original thereof.

On this 28th day of the month of **July A.D. 2005.**

Translation

[Seal of the Republic Bolivarian of Venezuela]

[There is a rubber stamped seal of Republic Bolivarian of Venezuela; Interior and Justice Secretary; Registry and Notary Administration; Fifth Mercantile Registry; Judicial District of The Federal District and Miranda State]

V (Fifth) Mercantile Registry
Judicial District of The Federal District and Miranda State

Dr. Gisela Rangel

Mercantile Recorder of Judicial District of the Federal District and Miranda State,

CERTIFY

That the attached document is recorded on this Mercantile Registry as follow:
Folio: **1126A**
Number: **37**
And also as: **Participation, Note and Document**

Transcribe as Accurate Original as follow.

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[There is a rubber stamped seal of Republic Bolivarian of Venezuela; Interior and Justice Secretary; Registry and Notary Administration; Fifth Mercantile Registry; Judicial District of The Federal District and Miranda State]

[Signature Illegible]
Vincenzo Andretta Russo
Attorney At Law
Bar Registration Number 34418

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TALLAHASSEE, FLORIDA

502534

Citizen
V (Fifth) Mercantile Recorder Judicial District of the
Federal District and Miranda State
Office

I, Cesar Reyes, Venezuelan Citizen, of Legal Age, of this Domicile, bearer of Identity Certificate No. **V- 12,420,838** duly authorized by the corporation **Zafiro Valores Sociedad De Corretaje de Titulos Valores, C.A.**, Incorporated on October 14, 2004 at the V (Fifth) Mercantile Recorder Judicial District of the Federal District and Miranda State, under **Number 95, Folio 982-A**, I respectfully occur before you to:
With the purpose of your Participation and respectively Recorded and Filed of the Attached **Minutes of The Extraordinary Board of Directors**, celebrated on **June 10, 2005**, with all the information.

I am respectfully requesting this document to be recorded, fixed and published on your Mercantile Recorder, and once this document has been protocol to please issue one copy thereof.

It is Justice in Caracas, at the Presentation Date.

[Signature Illegible]

[There are three rubber stamped seal of Republic Bolivarian of Venezuela; Interior and Justice Secretary; Registry and Notary Administration; Fifth Mercantile Registry; Judicial District of The Federal District and Miranda State]

MINUTE OF THE EXTRAORDINARY BOARD OF DIRECTORS' ASSEMBLY OF THE CORPORATION "ZAFIRO VALORES SOCIEDAD DE CORRETAJE DE TITULOS VALORES, C.A." JUNE 10, 2005.-

Today, June 10. 2005, at the company's headquarters, with the purpose of celebrate an Extraordinary Board of Directors Assembly, the following persons: **Mr. Antonio PARDO** as **President**, **Mr. Gustavo MEDINA** as **Vice President** and **Mr. Vincenzo ANDRETTA** as **Legal Representative**, the President of the above named corporation. The corporation's President, declared the meeting to be in compliance with the Law and that the purpose of the meeting was to address the following matter:

First Point: To Award Sufficient Authorization to the Corporation's President in order to let him to do all the necessary operations before the Banco Central de Venezuela [Venezuela's Central Bank] on behalf of the Corporation. **This Point has been Approved Unanimously**

Second Point: Authorized the Board of Directors to Open a New Corporation's Office in the City of Miami. **This Point has been Approved Unanimously**

[Signature Illegible]

[Signature Illegible]
Dr. Gisela Rangel
V Fifth Mercantile Recorder

[There are four rubber stamped seal of Republic Bolivarian of Venezuela; Interior and Justice Secretary; Registry and Notary Administration; Fifth Mercantile Registry; Judicial District of The Federal District and Miranda State]

REGISTRO MERCANTIL V

DE LA CIRCUNSCRIPCIÓN JUDICIAL DEL DISTRITO CAPITAL Y ESTADO MIRANDA

Dra. Gisela Rangel

Registrador Mercantil V

De la Circunscripción Judicial del Distrito Capital y Estado Miranda

CERTIFICA

Que el asiento de Registro de Comercio transcripto a continuación, cuyo original está inscrito en el Tomo: **1126 A** Número **37** así como

PARTICIPACION, NOTA Y DOCUMENTO

que se copian de seguida, son translado fiel de sus originales, los cuales son del tenor siguiente.

VINCENZO ANDRETTA RUSSO
Abogado
Inpreabogado Nº 34418

502534

Ciudadano

Registrador Mercantil V de la Circunscripción Judicial

Del Distrito Capital y Estado Miranda

Su despacho.-

Yo, Cesar Reyes, venezolano, mayor de edad y de este domicilio, titular de la cedula de identidad Nro. 12.420.838, debidamente autorizado por la Sociedad Mercantil Zafiro Valores Sociedad de Corretajes de Titulos Valores C.A., inscrita en el Registro Mercantil V de la Circunscripción Judicial del Distrito Capital y Estado Miranda, en fecha 14 de Octubre de 2004, bajo el Nro. 95, Tomo 982-A, ante Usted respetuosamente ocurro y expongo: Que a los fines de su participación y correspondiente registro y archivo acompaño copia fiel y autentica del Acta de Junta Directiva celebrada el día 10 de Junio de 2005 donde están todos los acuerdos tomados ese día.

Ruego a Usted respetuosamente se sirva ordenar su correspondiente inscripción, fijación y publicación y me sea expedida copia debidamente certificada del asiento correspondiente.

Es justicia en Caracas a la fecha de su presentación.

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REGISTRO MERCANTIL V

DE LA CIRCUNSCRIPCIÓN JUDICIAL DEL DISTRITO CAPITAL Y ESTADO MIRANDA

Caracas, veintinueve (29) de Junio del 2005

195 y 146

Presentado el anterior documento y cumplidos como han sido los requisitos de ley, inscríbase en el Registro Mercantil, fíjese y publíquese el asiento respectivo. Procédase de conformidad con lo solicitado y **ARCHIVESE** original. Expídase copia certificada con inserción del presente auto a los fines de su publicación. Líbrese copia a objeto de dar cumplimiento con lo establecido en el Art. 226 del Código de Comercio.

El anterior documento redactado por: **VINCENZO ANDRETTA RUSSO**

Se inscribe bajo el Nro. **37** Tomo **1126 A**

Derechos arancelarios Bs. **87849** según planilla Nro. **50589**

Derechos fiscales Bs. **32340** según planilla Nro. **14542**

La Identificación se efectuó así:

CESAR REYES CON C.I.N V-12.420.838

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Registrador Mercantil V

Dra. Gisela Rangel

(D) Esta página pertenece a:

ZAFIRO VALORES SOCIEDAD DE CORRETAJE DE TITULOS VALORES C.A.

VINCENZO ANDRETTA RUSSO
Abogado
Inpreabogado N° 34418

502534

Yo, Vincenzo Andretta Russo, venezolano, mayor de edad, de este domicilio, titular de la cedula de identidad No. 4.582.522, de Profesión Abogado, Inpreabogado 34418; por medio de la presente certifico: En mi carácter de Representante Judicial de la empresa Zafiro Valores Sociedad de Corretaje de Títulos Valores C.A. y debidamente autorizado por la Junta Directiva del 10 de Junio de 2005, que el contenido del Acta de Junta Directiva que a continuación se transcribe es copia fiel y autentica de la misma, transcrita en el libro de Actas de Junta Directiva de la misma empresa.

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Zafiro Valores Sociedad de Corretaje

De Títulos Valores C.A.

Acta de Junta Directiva

10 de Junio de 2005

El día 10 de Junio de 2005, se reunieron en la Sede Social de la compañía con el objeto de celebrar una Junta Directiva, las siguientes personas: el Señor Antonio Pardo Andretta en su carácter de Presidente, el Señor Gustavo Adán Medina en su carácter de Vicepresidente, también se encontraba el Señor Vincenzo Andretta Russo en su carácter de Representante Judicial. Presidio la reunión el Señor Antonio Pardo Andretta, quien comprobó que se encontraba presente suficiente Directores de la compañía para deliberar lo siguiente:

Orden del día

Punto Primero: Autorizar suficientemente al presidente de la Compañía a que efectué todas las operaciones necesarias o que le correspondan efectuar ante el Banco Central de Venezuela en representación de la empresa.

PUNTO SEGUNDO: Autorizar a la Junta Directiva a la Apertura de una Oficina de Representación en la Ciudad de Miami.

De inmediato se pasó a deliberar el primer punto de orden del día, tomó la palabra el Señor Gustavo Adán Medina, en sus carácter de

Vicepresidente de la empresa quien manifestó, que de acuerdo a lo establecido en los estatutos sociales de la empresa y por requerimiento del Banco Central de Venezuela, es necesario autorizar plenamente y sin limitación alguna al Presidente actual de la empresa Antonio Pardo Andretta, con el fin de que realice, todas las operaciones que sean necesarias para el giro comercial de la empresa, por lo que es necesario autorizar a su persona para que con su sola firma lleve a cabo todas las operaciones inherentes y relacionadas con el Banco Central de Venezuela. Seguidamente se discutió lo planteado en el primer punto de orden del día, quedando autorizado plenamente el Presidente Antonio Pardo Andretta, para manejar las operaciones de la empresa con el Banco Central de Venezuela, lo cual se aprobó por unanimidad.

Acto continuo se pasó a deliberar el segundo punto de orden del dia, tomó la palabra el Señor Antonio Pardo quien manifestó, que era necesario para el movimiento diario y comercial de la compañía la apertura de una Oficina de Representación, en este caso en la Ciudad de Miami, deliberado y discutido el punto de orden, se autorizó por unanimidad y en concordancia con el articulo 3ero del Documento Constitutivo que establece la apertura de sucursales tanto dentro como fuera del Territorio Nacional, y así se decidió.

No habiendo otro punto sobre el cual decidir, se dio por concluida la reunión autorizando al Señor Cesar Reyes, titular de la cedula de identidad Nro. 12.420.838 para que efectúe las participaciones, transcripciones y certificaciones correspondientes.

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